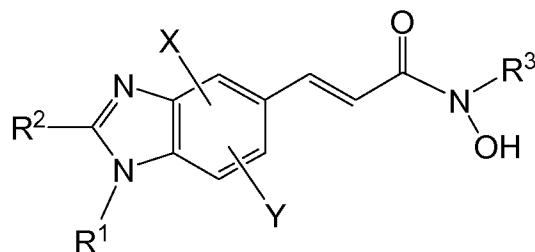


## AMENDMENTS TO THE CLAIMS

This Listing of Claims will replace all prior versions and listings of claims in this application.

## Listing of Claims:

1. (Currently Amended) A compound of the formula:



wherein

$R^1$  is selected from the group consisting of: H[, ] and unsubstituted or substituted  $C_1$ - $C_{10}$  alkyl, alkenyl, alkynyl, haloalkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, cycloalkylalkyl,  $C_4$ - $C_9$  heterocycloalkylalkyl, arylalkyl, and heteroarylalkyl, each of which may be unsubstituted or substituted with one or more substituents independently selected from the group consisting of: halogen, =O, =S, -CN, -NO<sub>2</sub>, alkyl, alkenyl, alkynyl, haloalkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, hydroxy, hydroxyalkyl, alkoxy, alkoxyalkyl, alkylamino, acylamino, aminoalkyl, phenoxy, benzyloxy, alkylsulfonyl, arylsulfonyl, aminosulfonyl, -COOH, -C(O)OR<sup>5</sup>, -SH, [-] and acyl;

$R^2$  is selected from the group consisting of: H, halogen, and unsubstituted or substituted  $C_1$ - $C_{10}$  alkyl, alkenyl, alkynyl, haloalkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, cycloalkylalkyl,  $C_4$ - $C_9$  heterocycloalkylalkyl, arylalkyl, and heteroarylalkyl, each of which may be unsubstituted or substituted with one or more substituents independently selected from the group consisting of: halogen, =O, =S, -CN, -NO<sub>2</sub>, alkyl, alkenyl, alkynyl, haloalkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, hydroxy, hydroxyalkyl, alkoxy, alkoxyalkyl, phenoxy, benzyloxy, alkylamino, acylamino, aminoalkyl, alkylsulfonyl, arylsulfonyl, aminosulfonyl, -COOH, -C(O)OR<sup>5</sup>, -SH, and acyl;

$R^3$  is selected from the group consisting of H,  $C_1$  - $C_6$  alkyl, and acyl;

X and Y are the same or different and are independently selected from the group consisting of: H, halogen, -CN, -NO<sub>2</sub>, -CF<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, -COR<sup>5</sup>, -SR<sup>6</sup>, -OR<sup>6</sup>, and -NR<sup>7</sup>R<sup>8</sup>;

R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>6</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7</sup> and R<sup>8</sup> are each independently selected from the group consisting of: H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>4</sub>-C<sub>9</sub> cycloalkyl, C<sub>4</sub>-C<sub>9</sub> heterocycloalkyl, aryl, heteroaryl, arylalkyl and heteroarylalkyl; or a pharmaceutically acceptable salt thereof.

2. (Cancelled)

3. (Cancelled)

4. (Previously Presented) A compound according to claim 1 wherein R<sup>3</sup> = H.

5. (Previously Presented) A compound according to claim 1 wherein X and Y = H.

6. (Cancelled)

7. (Currently Amended) A compound according to claim 1 wherein R<sup>1</sup> is selected from the group consisting of: H[[,]] and unsubstituted or substituted hydroxyalkyl, C<sub>1</sub>-C<sub>10</sub> alkyl, heteroalkyl, arylalkyl, heteroarylalkyl, and heterocycloalkyl, each of which may be unsubstituted or substituted as defined in claim 1.

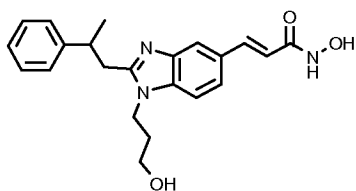
8. (Currently Amended) The compound according to claim 1 wherein R<sup>1</sup> is selected from the group consisting of: H, methyl; (pyridin-3-yl)methyl; 2-hydroxy-ethyl; 2,3-di-hydroxy-propyl; and 3-hydroxy-propyl.

9. (Currently Amended) A compound according to claim 1 wherein R<sup>2</sup> is selected from the group consisting of H, and unsubstituted or substituted C<sub>1</sub>-C<sub>10</sub> alkyl, arylalkyl, aryl, heteroaryl,

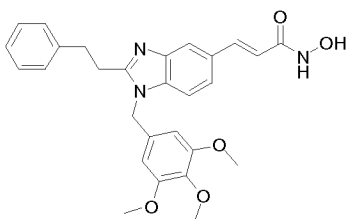
heteroalkyl, and cycloalkyl, each of which may be unsubstituted or substituted as defined in claim 1.

10. (Currently Amended) A compound according to claim 1 wherein R<sup>2</sup> is selected from the group consisting of 2-phenyl-propyl, 2-phenyl-ethyl, 4-methoxy-phenyl, ~~4-benzyloxy, 3-methoxy-phenyl~~ 4-benzyloxy-3-methoxy-phenyl, pyridin-2-yl, and pyridin-4-yl.

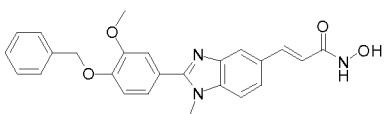
11. (Currently Amended) The compound of claim 1 wherein the compound is selected from compounds, and their pharmaceutically acceptable salts, selected from the group consisting of



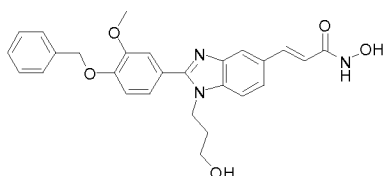
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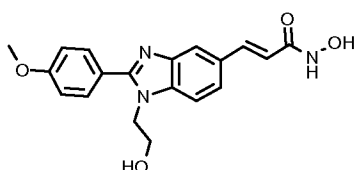
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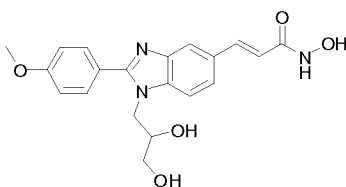
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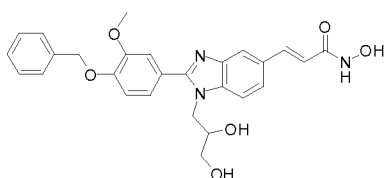
*N*-Hydroxy-3-[2-(4-benzyloxy-3-methoxy-phenyl)-1-(3-hydroxy-propyl)-1*H*-benzimidazole-5-yl]-acrylamide



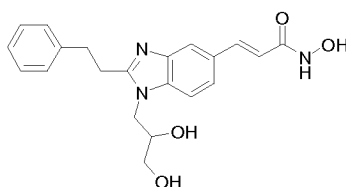
*N*-Hydroxy-3-[1-(2-hydroxy-ethyl)-2-(4-methoxy-phenyl)-1*H*-benzimidazole-5-yl]-acrylamide



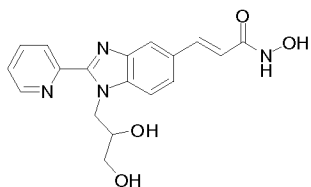
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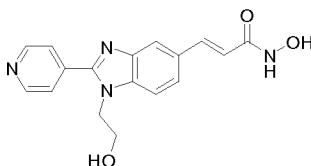
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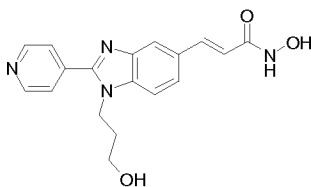
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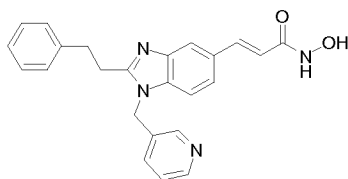
*N*-Hydroxy-3-[1-(2,3-hydroxy-propyl)-2-(2-pyridyl)-1*H*-benzimidazol-5-yl]-acrylamide



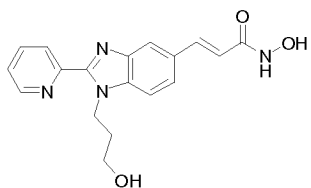
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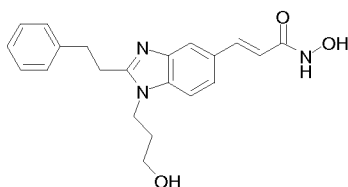
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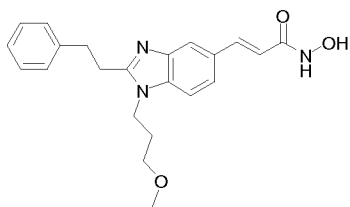
*N*-Hydroxy-3-[1-(3-pyridylmethyl)-2-(2-phenylethyl)-1*H*-benzimidazol-5-yl]-acrylamide



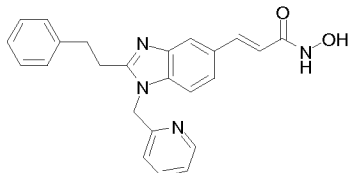
*N*-Hydroxy-3-[1-(3-hydroxy-propyl)-2-(2-pyridyl)-1*H*-benzimidazol-5-yl]-acrylamide



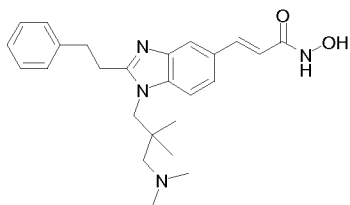
*N*-Hydroxy-3-[1-(3-hydroxy-propyl)-2-phenethyl-1*H*-benzimidazol-5-yl]-acrylamide



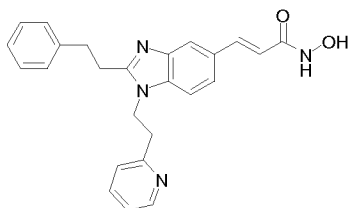
*N*-Hydroxy-3-[1-(3-methoxy-propyl)-2-phenethyl-1*H*-benzimidazol-5-yl]-acrylamide



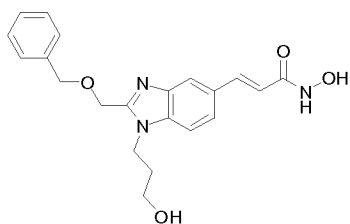
*N*-Hydroxy-3-(2-phenethyl-1-(pyridin-2-yl)methyl-1*H*-benzimidazol-5-yl)-acrylamide



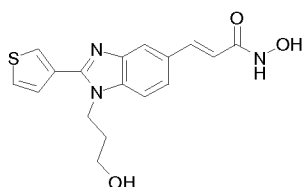
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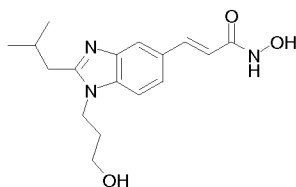
*N*-Hydroxy-3-[2-phenethyl-1-(2-pyridin-2-ylethyl)-1*H*-benzimidazol-5-yl]-acrylamide



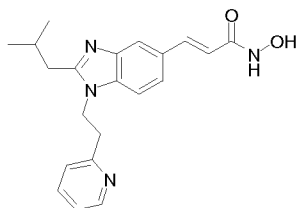
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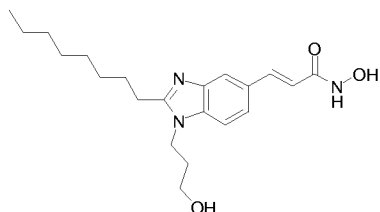
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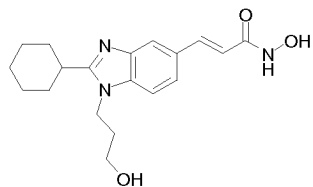
*N*-Hydroxy-3-[1-(3-hydroxy-propyl)-2-isobutyl-1*H*-benzimidazol-5-yl]-acrylamide



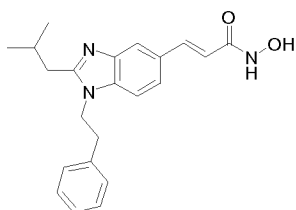
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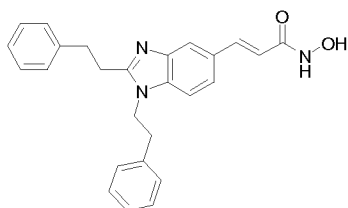
*N*-Hydroxy-3-[1-(3-hydroxy-propyl)-2-octyl-1*H*-benzimidazol-5-yl]-acrylamide



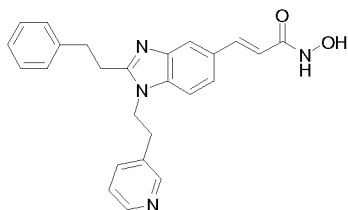
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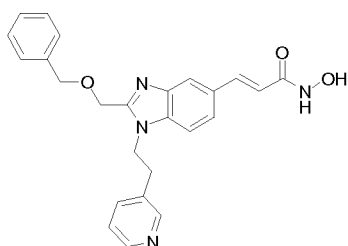
*N*-Hydroxy-3-(2-isobutyl-1-phenethyl-1*H*-benzimidazol-5-yl)-acrylamide



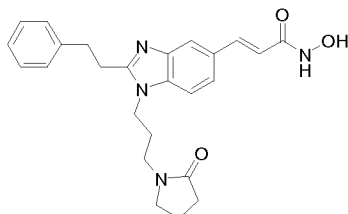
*N*-Hydroxy-3-(1,2-Diphenethyl-1*H*-benzimidazol-5-yl)-acrylamide



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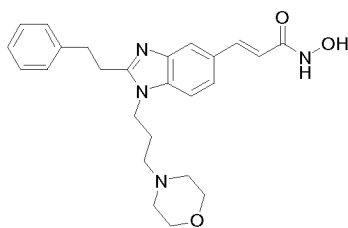


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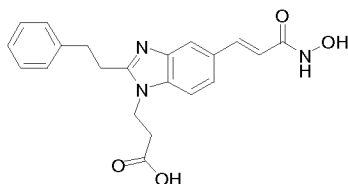


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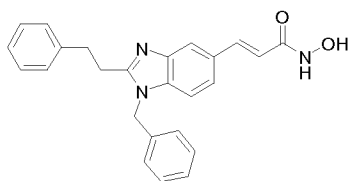




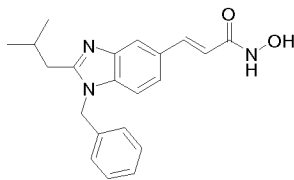
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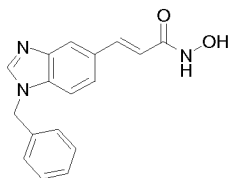
3-[5-(2-Hydrocarbamoyl-vinyl)-2-phenethyl-1*H*-benzimidazol-1-yl]-propionic acid



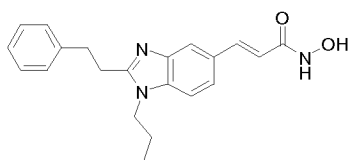
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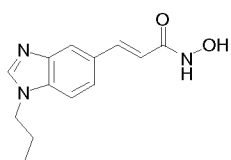
*N*-Hydroxy-3-(1-Benzyl-2-isobutyl-1*H*-benzimidazol-5-yl)-acrylamide



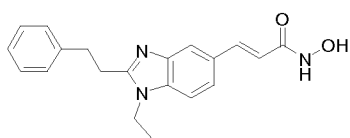
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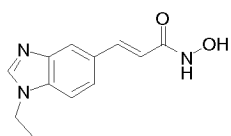
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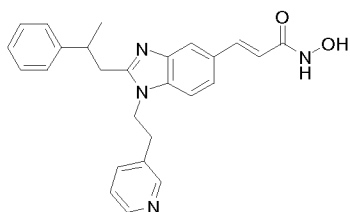
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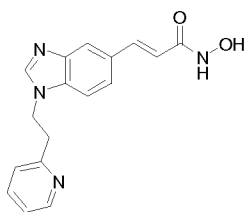
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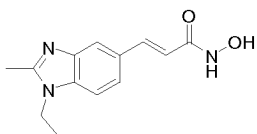
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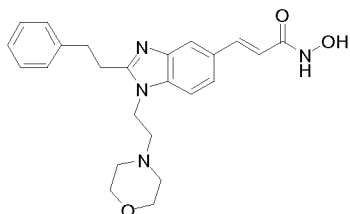
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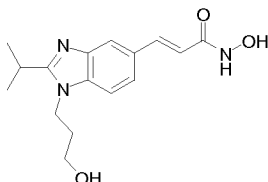
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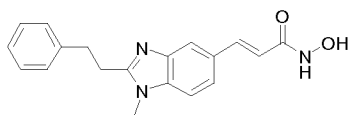
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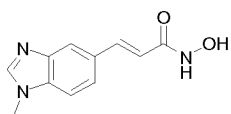
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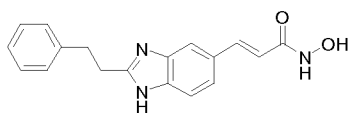
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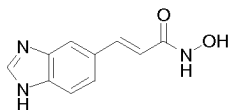
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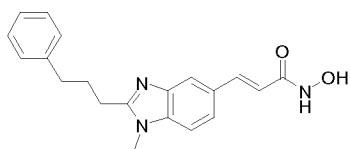
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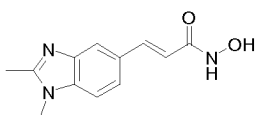
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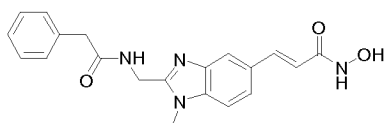
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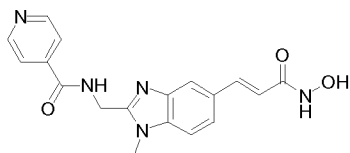
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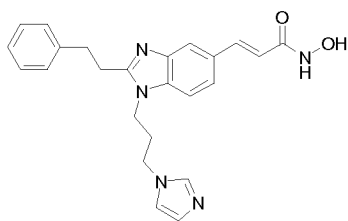
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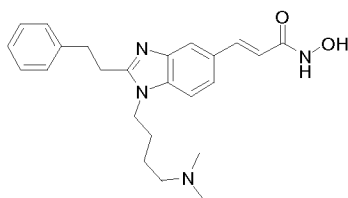
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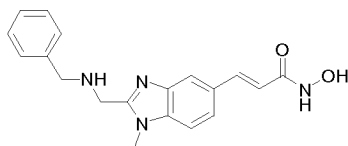
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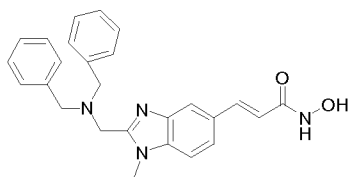
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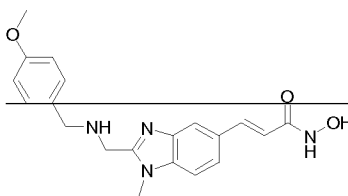
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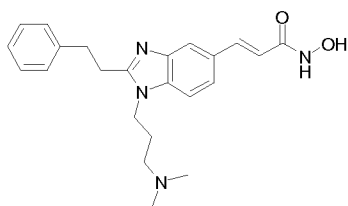
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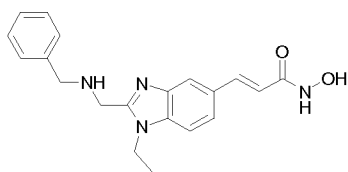
*N*-Hydroxy-3-{2-[(dibenzylamino)-methyl]-1-methyl-1*H*-benzimidazol-5-yl}-acrylamide



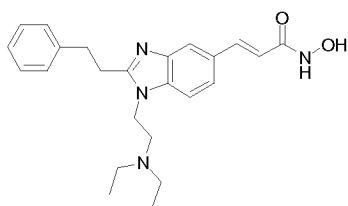
*N*-Hydroxy-3-{2-[(4-methoxy-benzylamino)-methyl]-1-methyl-1*H*-benzimidazol-5-yl}-acrylamide



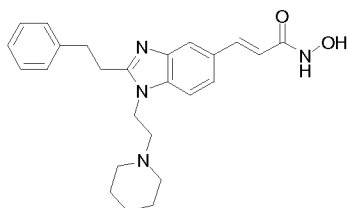
*N*-Hydroxy-3-[1-(3-dimethylamino-propyl)-2-phenethyl-1*H*-benzimidazol-5-yl]-acrylamide



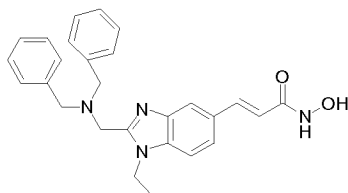
*N*-Hydroxy-3-[2-(benzylamino-methyl)-ethyl-1*H*-benzimidazol-5-yl]-acrylamide



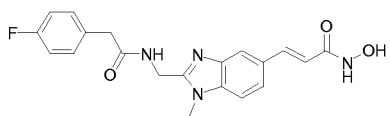
*N*-Hydroxy-3-[1-(2-diethylamino-ethyl)-2-phenethyl-1*H*-benzimidazol-5-yl]-acrylamide



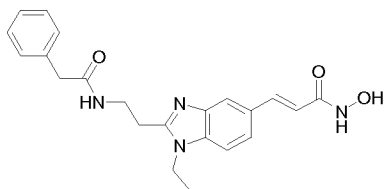
*N*-Hydroxy-3-[2-phenethyl-1-(piperidin-1-yl-ethyl)-1*H*-benzimidazol-5-yl]-acrylamide



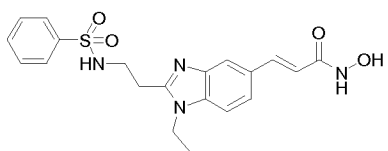
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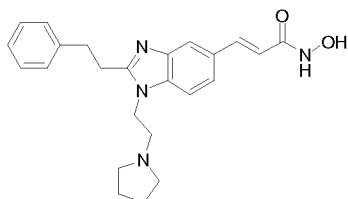
*N*-Hydroxy-3-(2-{[2-(4-fluoro-phenyl)-acetylamino]-methyl}-1-methyl-1*H*-benzimidazol-5-yl)-acrylamide



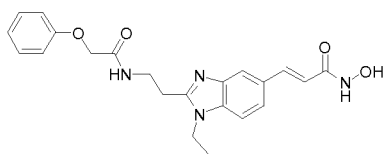
*N*-Hydroxy-3-[1-ethyl-2-(2-phenylacetylamino-ethyl)-1*H*-benzimidazol-5-yl]-acrylamide



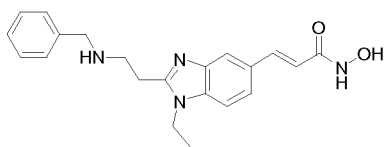
*N*-Hydroxy-3-[2-(2-Benzenesulfonylamino-ethyl)-1-ethyl-1*H*-benzimidazol-5-yl]-acrylamide



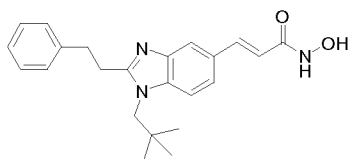
*N*-Hydroxy-3-[2-phenylethyl-1-(2-pyrrolidin-1-yl-ethyl)-1*H*-benzimidazol-5-yl]-acrylamide



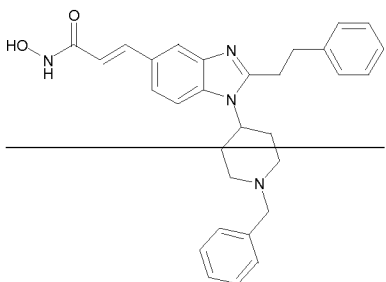
*N*-Hydroxy-3-{1-ethyl-2-[2-(2-phenoxy-acetylamino)-ethyl]-1*H*-benzimidazol-5-yl}-acrylamide



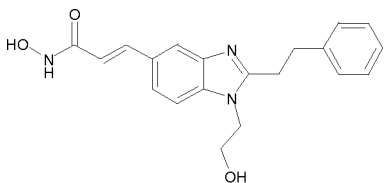
*N*-Hydroxy-3-[2-(2-benzylamino-ethyl)-1-ethyl-1*H*-benzimidazol-5-yl]-acrylamide



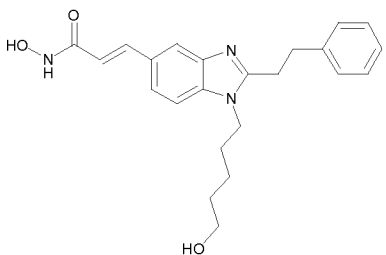
*N*-Hydroxy-3-[1-(2,2-dimethyl-propyl)-2-phenethyl-1*H*-benzimidazol-5-yl]-acrylamide



*N*-Hydroxy-3-[1-(1-Benzyl-piperidin-4-yl)-2-phenethyl-1*H*-benzimidazol-5-yl]-acrylamide

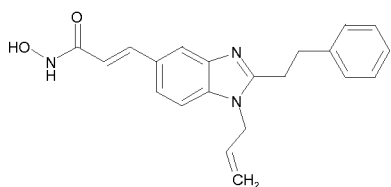


*N*-Hydroxy-3-[1-(2-hydroxyethyl)-2-phenethyl-1*H*-benzimidazol-5-yl]-acrylamide

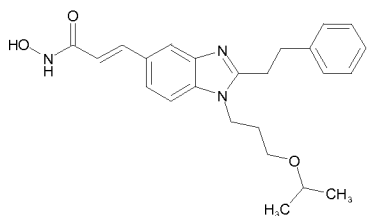


*N*-Hydroxy-3-[1-(5-hydroxy-pentyl)-2-phenethyl-1*H*-benzimidazol-5-yl]-acrylamide

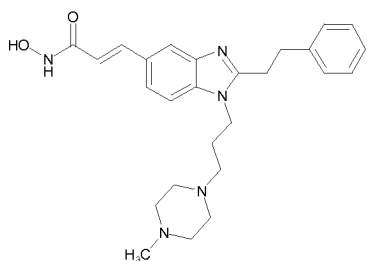




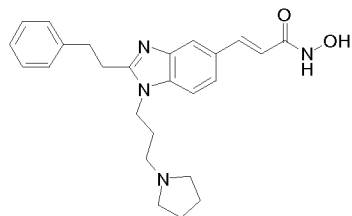
*N*-Hydroxy-3-(1-allyl-2-phenethyl-1*H*-benzimidazol-5-yl)-acrylamide



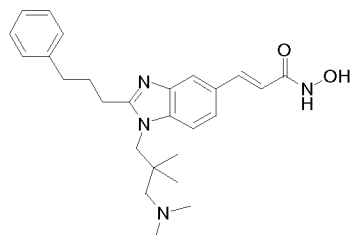
*N*-Hydroxy-3-(1-(3-isopropoxy-propyl)-2-phenethyl-1*H*-benzimidazol-5-yl)-acrylamide



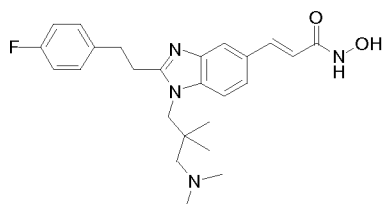
*N*-Hydroxy-3-{1-[3-(4-methyl-piperzin-1-yl)-2-phenethyl-1*H*-benzimidazol-5-yl]}-acrylamide



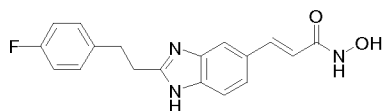
*N*-Hydroxy-3-[2-phenethyl-1-(3-pyrrolidin-1-yl-propyl)-1*H*-benzimidazol-5-yl]-acrylamide



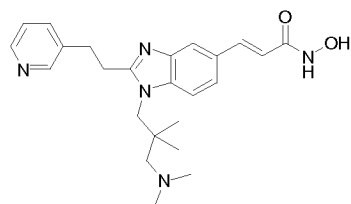
*N*-Hydroxy-3-[1-(3-Dimethylamino-2,2-dimethyl-propyl)-2-(3-phenyl-propyl)-1*H*-benzimidazol-5-yl]-acrylamide



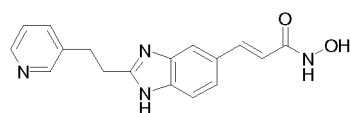
*N*-Hydroxy-3-{1-(3-Dimethylamino-2,2-dimethyl-propyl)-2-[2-(4-fluoro-phenyl)-ethyl]-1*H*-benzimidazol-5-yl}-acrylamide



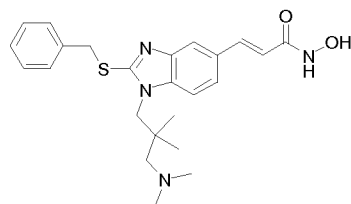
*N*-Hydroxy-3-{2-(4-fluoro-phenyl)-ethyl}-1*H*-benzimidazol-5-yl}-acrylamide



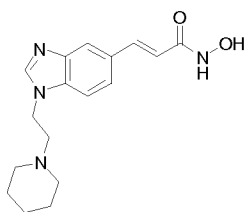
*N*-Hydroxy-3-[1-(3-Dimethylamino-2,2-dimethyl-propyl)-2-(2-pyridin-3-yl-ethyl)-1*H*-benzimidazol-5-yl]-acrylamide



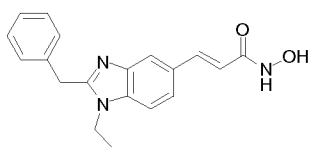
*N*-Hydroxy-3-[2-(2-pyridin-3-yl-propyl)-1*H*-benzimidazol-5-yl]-acrylamide



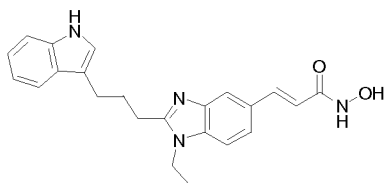
*N*-Hydroxy-3-[2-benzylsulfanyl-1-(3-dimethylamino-2,2-dimethyl-propyl)-1*H*-benzimidazol-5-yl]-acrylamide



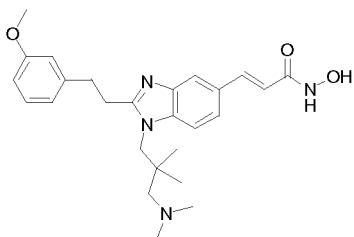
*N*-Hydroxy-3-[1-(2-piperidin-1-yl-ethyl)-1*H*-benzimidazol-5-yl]-acrylamide



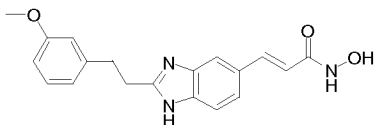
*N*-Hydroxy-3-(2-benzyl-1-ethyl-1*H*-benzimidazol-5-yl)-acrylamide



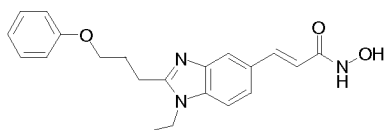
*N*-Hydroxy-3-{1-ethyl-2-[3-(1*H*-indol-3-yl)-propyl]-1*H*-benzimidazol-5-yl}-acrylamide



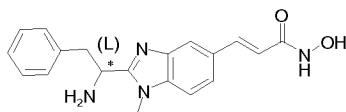
*N*-Hydroxy-3-{1-(3-dimethylamino-2,2-dimethyl-propyl)-2-[2-(3-methoxy-phenyl)-ethyl]-1*H*-benzimidazol-5-yl}-acrylamide



*N*-Hydroxy-3-{2-(3-methoxy-phenyl)-ethyl}-1*H*-benzimidazol-5-yl}-acrylamide

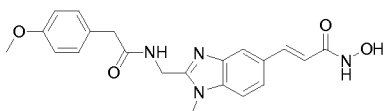


*N*-Hydroxy-3-[1-ethyl-2-(3-phenoxy-propyl)-1*H*-benzimidazol-5-yl]-acrylamide



(*L*)-*N*-Hydroxy-3-[2-(1-amino-2-phenyl-ethyl)-1-methyl-1*H*-benzimidazol-5-yl]-acrylamide

and

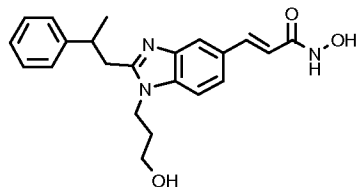


*N*-Hydroxy-3-(2-{[2-(4-methoxy-phenyl)-acetylamino]-methyl}-1-methyl-1*H*-benzimidazol-5-yl)-acrylamide.

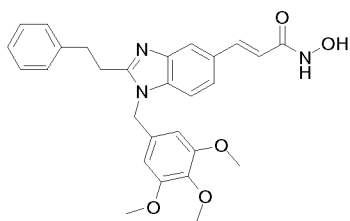
12. (Currently Amended) A pharmaceutical composition ~~including~~ comprising a compound according to claim 1 and a pharmaceutically acceptable diluent, excipient or carrier.

13-40. (Cancelled)

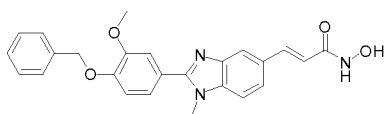
41. (Previously Presented) The compound of claim 1 wherein the compound is selected from compounds, and their pharmaceutically acceptable salts, selected from the group consisting of



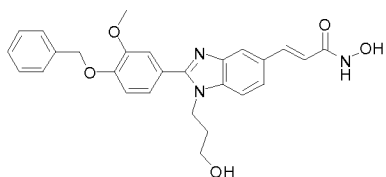
*N*-Hydroxy-3-[1-(3-hydroxy-propyl)-2-(2-phenyl-propyl)-1*H*-benzimidazol-5-yl]-acrylamide



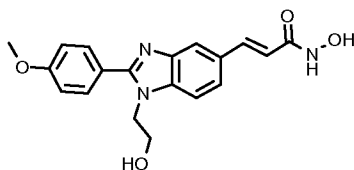
*N*-Hydroxy-3-[1-(3,4,5-trimethoxybenzyl)-2-(2-phenyl-ethyl)-1*H*-benzimidazol-5-yl]-acrylamide



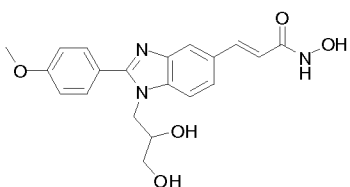
*N*-Hydroxy-3-[2-(4-benzyloxy-3-methoxyphenyl)-1-methyl-1*H*-benzimidazole-5-yl]-acrylamide



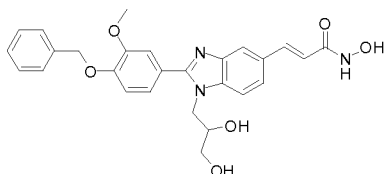
*N*-Hydroxy-3-[2-(4-benzyloxy-3-methoxyphenyl)-1-(3-hydroxy-propyl)-1*H*-benzimidazole-5-yl]-acrylamide



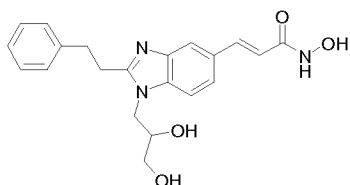
*N*-Hydroxy-3-[1-(2-hydroxy-ethyl)-2-(4-methoxyphenyl)-1*H*-benzimidazole-5-yl]-acrylamide



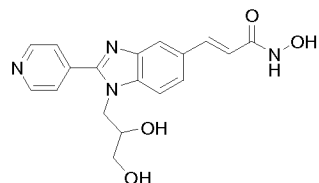
*N*-Hydroxy-3-[1-(2,3-dihydroxy-propyl)-2-(4-methoxyphenyl)-1*H*-benzimidazole-5-yl]-acrylamide



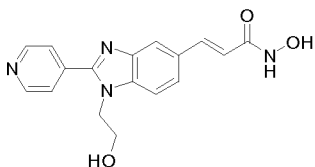
*N*-Hydroxy-3-[2-(4-benzyloxy-3-methoxy-phenyl)-1-(2,3-hydroxy-propyl)-1*H*-benzimidazole-5-yl]-acrylamide



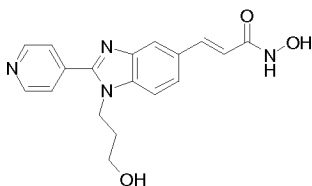
*N*-Hydroxy-3-[1-(2,3-hydroxy-propyl)-2-(2-phenyl-ethyl)-1*H*-benzimidazol-5-yl]-acrylamide



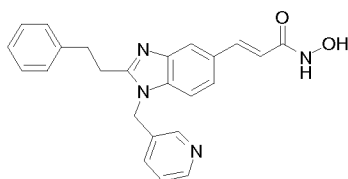
*N*-Hydroxy-3-[1-(2,3-hydroxy-propyl)-2-(4-pyridyl)-1*H*-benzimidazol-5-yl]-acrylamide



*N*-Hydroxy-3-[1-(2-hydroxy-ethyl)-2-(4-pyridyl)-1*H*-benzimidazol-5-yl]-acrylamide

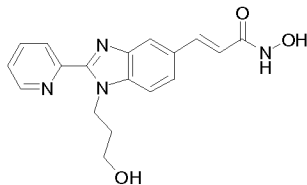


*N*-Hydroxy-3-[1-(3-hydroxy-propyl)-2-(4-pyridyl)-1*H*-benzimidazol-5-yl]-acrylamide



*N*-Hydroxy-3-[1-(3-pyridylmethyl)-2-(2-phenylethyl)-1*H*-benzimidazol-5-yl]-acrylamide

and



*N*-Hydroxy-3-[1-(3-hydroxypropyl)-2-(2-pyridyl)-1*H*-benzimidazol-5-yl]-acrylamide.

42. (New) The compound according to claim 1 wherein R<sup>1</sup> is selected from the group consisting of: 2-(piperidin-1-yl)-ethyl; 2-(pyrrolidin-1-yl)-ethyl; 2-diethylamino-ethyl; and 3-dimethylamino-2,2-dimethyl-propyl.